

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York, 10036
(212) 735-3000
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
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Debtors. : (Jointly Administered)
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBERS 9080 AND 9081
(BENECKE-KALIKO AG)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), Benecke-Kaliko AG ("Benecke"), and Longacre Master Fund, Ltd. ("Longacre") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Numbers 9080 And 9081 (Benecke-Kaliko AG) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 6, 2006, Benecke filed proof of claim number 9080 against DAS LLC, which asserts an unsecured non-priority claim in the amount of \$66,748.15 ("Claim Number 9080") stemming from the sale of goods to DAS LLC.

WHEREAS, on July 6, 2006, Benecke filed proof of claim number 9081 against DAS LLC, asserting an unsecured non-priority claim in the amount of \$72,359.49 ("Claim Number 9081," and together with Claim Number 9080, the "Claims") arising from the sale of goods to DAS LLC.

WHEREAS, on April 2, 2007, Benecke assigned its interests in Claim Numbers 9080 and 9081 to Longacre pursuant to Notice of Transfers (Docket No. 7543 and Docket No. 7544, respectively).

WHEREAS, on June 15, 2007, the Debtors objected to Claim Number 9080 pursuant to the Debtors' Seventeenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. Section 502(B) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims,

(B) Claims Not Reflected On Debtors' Books And Records, (C) Insurance Claim Not Reflected On Debtors' Books And Records, (D) Untimely Claims And Untimely Tax Claims, And (E) Claims Subject To Modification, Tax Claims Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 8270) (the "Seventeenth Omnibus Claims Objection").

WHEREAS, on July 13, 2007, the Debtors objected to Claim Number 9081 pursuant to the Debtors' Nineteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claim, And (D) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, And Consensually Modified And Reduced Claims (Docket No. 8617) (the "Nineteenth Omnibus Claims Objection").

WHEREAS, on July 12, 2007, Benecke filed its Response of Benecke-Kaliko AG To Debtors' Seventeenth Omnibus Objection To Claim No. 9080 (Docket No. 8578) (the "Response To Seventeenth Omnibus Claims Objection").

WHEREAS, on August 9, 2007, Benecke filed its Response of Benecke-Kaliko AG To Debtors' Nineteenth Omnibus Objection To Claim No. 9081 (Docket No. 8959) (the "Response To Nineteenth Omnibus Claims Objection," and together with the Response To Seventeenth Omnibus Claims Objection, the "Responses").

WHEREAS, on December 21, 2007, to resolve the Seventeenth and Nineteenth Omnibus Claims Objections with respect to the Claims, DAS LLC, Benecke, and Longacre entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that Claim Number 9080 shall be allowed against DAS LLC in the amount of \$66,748.15.

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that Claim Number 9081 shall be allowed against DAS LLC in the amount of \$58,011.13.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claims involve ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors, Benecke, and Longacre stipulate and agree as follows:

1. Claim Number 9080 shall be allowed in the amount of \$66,748.15 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.

2. Claim Number 9081 shall be allowed in the amount of \$58,011.13 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.

3. The Seventeenth Omnibus Objection with respect to Claim Number 9080 and Benecke's Response To Seventeenth Omnibus Claims Objection are deemed resolved by the terms of the Settlement Agreement.

4. The Nineteenth Omnibus Objection with respect to Claim Number 9081 and Benecke's Response To Nineteenth Omnibus Claims Objection are deemed resolved by the terms of the Settlement Agreement.

So Ordered in New York, New York, this 11th day of January, 2008

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606-1285
(312) 407-0700

- and -

Kayalyn A. Marafioti
Thomas J. Matz
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

/s/ Nathan Wheatley

Nathan Wheatley
CALFEE, HALTER & GRISWOLD LLP
1400 KeyBank Center
800 Superior Avenue
Cleveland, Ohio 44114-2688
(216) 622-8573

Attorneys for Benecke-Kaliko AG

/s/ Vladimir Jelisavcic

Vladimir Jelisavcic
Director
Longacre Master Fund, Ltd.
810 Seventh Avenue, 22nd Floor
New York, New York 10019

Attorney for Longacre Master Fund Ltd.